

30.00

MORGAN, LEWIS & BOCKIUS

17107 D

PHILADELPHIA  
LOS ANGELES  
MIAMI  
LONDON  
FRANKFURT

COUNSELORS AT LAW  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178

TELEPHONE (212) 309-6000  
FAX (212) 309-6273

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INTERSTATE COMMERCE COMMISSION

WASHINGTON  
NEW YORK  
HARRISBURG  
SAN DIEGO  
BRUSSELS  
TOKYO

17107 E

1-071A059

MARK T MCENROE  
DIAL DIRECT (212) 309-6336

MAR 12 1991 -2 05 PM

March 11, 1991

INTERSTATE COMMERCE COMMISSION

Noreta R. McGee  
Secretary of the Interstate Commerce Commission  
Interstate Commerce Commission  
12th Street and Constitution Avenue N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed one original and one counterpart of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are (1) a Lease Supplement, a secondary document, dated as of March 11, 1991 - the primary document to which this is connected is recorded under Recordation No. 17107; and (2) a Security Agreement-Trust Deed Supplement, a secondary document, dated as of March 11, 1991 - the primary document to which this is connected is recorded under Recordation No. 17107A; each relating to DEC Trust No. 1990-3.

The names and addresses of the parties to the documents are as follows:

|                 |   |
|-----------------|---|
| Lessor, Debtor: | State Street Bank and Trust Company of<br>Connecticut, National Association, as<br>Trustee under a Trust Agreement, dated<br>as of November 20, 1990<br>100 Constitution Plaza<br>Hartford, Connecticut 06103 |
| Lessee:         | The Detroit Edison Company<br>200 Second Avenue<br>Detroit, Michigan 48226  |
| Secured Party:  | The Connecticut National Bank, as<br>Security Trustee<br>777 Main Street<br>Hartford, Connecticut 06115   |

*Considered  
Haver*

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MORGAN, LEWIS & BOCKIUS

Noreta R. McGee  
December 7, 1990  
Page 2

A description of the equipment covered by the documents follows:

428 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4877, 4894, 4983, 5164, 5171 through 5172, 5231, 5241, 5244, 5247, 5254, 5325 through 5328, 5330, 5339, 5341 through 5344, 5348, 5351, 5353 through 5354, 5365, 5374 through 5500, 5801 through 6000, 8925 through 8999 manufactured by Thrall Car Manufacturing Company.

A fee of \$30.00 is enclosed to cover the filing of each of the Lease Supplement and the Security Agreement-Trust Deed Supplement. Please return each of the originals and any extra copies not needed by the Commission for recordation to Mark T. McEnroe, Morgan, Lewis & Bockius, 101 Park Avenue, New York, NY 10178.

A short summary of each of the documents follows:

1. A supplement to Equipment Lease with Recordation No. 17107 dated March 11, 1991 and covering 428 high side gondola railcars.
2. A supplement to Security Agreement-Trust Deed with Recordation No. 17107A dated March 11, 1991 and covering 428 high side gondola railcars.

Very truly yours,



Mark T. McEnroe

/ggg  
Enclosure

17107-2  
MAR 12 1991 2:05 PM

LEASE SUPPLEMENT NO. 2 INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 2, dated as of March 11, 1991, 1991, between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Trustee under DEC Trust No. 1990-3 (the "Lessor"), and THE DETROIT EDISON COMPANY, a Michigan corporation (the "Lessee").

WITNESSETH

The Lessor and the Lessee have heretofore entered into an Equipment Lease dated as of November 20, 1990 (the "Lease"). The terms used herein not otherwise defined are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, preserving Lessor's title to, or Security Trustee's security interest in, any Item of Equipment.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and Lessee hereby agree as follows:

1. Schedule A to the Lease, describing the Items of Equipment covered by the Lease, is amended to read in full as attached hereto.

2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease dated as of November 20, 1990" without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.

3. This Lease Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.

4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

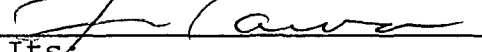
IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION

not individually but solely as  
trustee under DEC Trust No.  
1990-3

[SEAL]  
ATTEST:

Its:   
**ASSISTANT SECRETARY**

By:   
Its: **F. W. Kawam, Vice President**

THE DETROIT EDISON COMPANY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

Its: \_\_\_\_\_

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

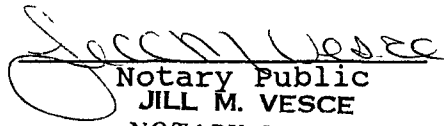
Its: \_\_\_\_\_

STATE OF ~~CONNECTICUT~~ )  
 ) SS  
COUNTY OF ~~HARTFORD~~ )

On this 5<sup>th</sup> day of March, 1991, before me personally appeared E. W. KAWAM and SANDY LAMARR CODY to me personally known, who being by me duly sworn, say that they are the Vice President and ASSISTANT SECRETARY of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires:

  
Notary Public  
JILL M. VESCE  
NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT 31, 1995

STATE OF )  
 ) SS  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are the \_\_\_\_\_ and \_\_\_\_\_ of The Detroit Edison Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]  
My commission expires:

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION

not individually but solely as  
trustee under DEC Trust No.  
1990-3

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its:

THE DETROIT EDISON COMPANY

By: T. J. Hawlin  
Its: Director - Finance &  
Investor Relations

[SEAL]  
ATTEST:

Clarence M. Godfrey  
Its: ASSISTANT SECRETARY

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its:

STATE OF )  
 ) SS  
COUNTY OF )

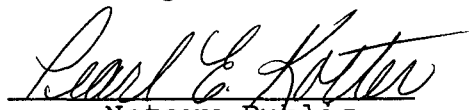
On this \_\_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are the \_\_\_\_\_ and \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]  
My commission expires:

STATE OF )  
 ) SS  
COUNTY OF )

On this 6 day of March, 1991, before me personally appeared T. J. Howlin and Elaine M. Godfrey, to me personally known, who being by me duly sworn, say that they are the Director-Finance & Investor and Assistant Secretary of Relations of The Detroit Edison Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]  
My commission expires: August 23, 1993

PEARL E. KOTTER  
Notary Public, Macomb County, MI  
My Commission Expires Aug. 23, 1993



IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION

not individually but solely as  
trustee under DEC Trust No.  
1990-3

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its:

THE DETROIT EDISON COMPANY

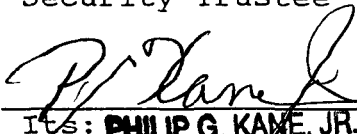
By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its:

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By:   
Its: **PHILIP G. KANE, JR.**  
**VICE PRESIDENT**

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its:

  
**TRUST OFFICER**

## **DESCRIPTION OF ITEMS OF EQUIPMENT TO BE LEASED**

428 aluminum bodied rotary dump high side gondola railcars, DEEX Numbers 4877, 4894, 4983, 5164, 5171 through 5172, 5231, 5241, 5244, 5247, 5254, 5325 through 5328, 5330, 5339, 5341 through 5344, 5348, 5351, 5353 through 5354, 5365, 5374 through 5500, 5801 through 6000, 8925 through 8999 manufactured by Thrall Car Manufacturing Company.

**SCHEDULE A**  
**(To Equipment Lease)**

**DEC Trust 1990-3**